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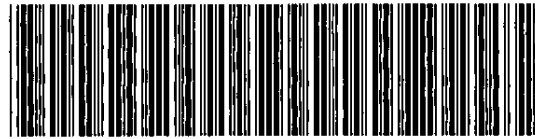
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08 JUL 28 AM 11:58  
TALLAHASSEE, FLORIDA

Amend

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**OFFICE OF FINANCIAL REGULATION**

**DON B. SAXON**  
COMMISSIONER

**FINANCIAL SERVICES  
COMMISSION**

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CHIEF FINANCIAL OFFICER

**BILL MCCOLLUM**  
ATTORNEY GENERAL

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

July 24, 2008

**VIA INTEROFFICE MAIL**

Ms. Susan Payne  
Senior Section Administrator  
Amendment Section  
Florida Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314-6327

Dear Ms. Payne:

Please file the enclosed restated articles of incorporation of Freedom Bank, Bradenton, Florida, at your earliest convenience. The distribution of the certified copies should be made as follows:

- (1) Return one (1) copy to: Division of Financial Institutions  
Office of Financial Regulation  
200 East Gaines Street  
Tallahassee, Florida 32399-0371
- (2) Mail one (1) copy to: Matthew M. Thompson, Esq.  
Broad and Cassel  
7777 Glades Road, Suite 300  
Boca Raton, Florida 33434

Also enclosed is a check for \$52.50 representing the filing and certified copy fees. If you have any questions, please do not hesitate to contact me.

Sincerely,

William A. Lott  
Senior Management Analyst II  
Bureau of Bank Regulation

WAL:lbl

Enclosures (4)

**THIRD AMENDMENT  
TO  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FREEDOM BANK**

**FILED  
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Pursuant to the provisions of Section 607.1006, Florida Statutes, **FREEDOM BANK**, a Florida-chartered commercial bank (the "Bank"), adopts the following Articles of Amendment to its Amended and Restated Articles of Incorporation:

**FIRST:** Article III of the Bank's Amended and Restated Articles of Incorporation are hereby amended to read in their entirety as follows:

**"ARTICLE III  
Capital Stock**

The Bank is authorized to issue two classes of stock, common stock and preferred stock. The aggregate number of shares of common stock that the Bank shall have the authority to issue is Twenty Million (20,000,000) shares, having a par value of One Dollar (\$1.00) each. The aggregate number of shares of preferred stock that the Bank shall have the authority to issue is Ten Million (10,000,000) shares, having a par value of One Dollar (\$1.00) each.

The Board of Directors of the Bank is hereby expressly authorized, subject to the limitations provided by applicable law, to amend these Amended and Restated Articles of Incorporation to establish and designate one or more series of preferred stock, to fix the number of shares constituting each series, and to fix the designations and the voting powers, preferences and relative participating, optional or other special rights, and the qualifications, limitations or restrictions of the shares of each series and the variations in the relative powers, rights, preferences and limitations as between or among series, and to increase and to decrease the number of shares constituting each series. The authority of the Board of Directors with respect to any series shall include, but shall not be limited to, the authority to fix and determine the following:

- (a) The designation of such series.
- (b) The number of shares initially constituting such series.
- (c) The increase and the decrease, to a number not less than the number of the outstanding shares of such series, of the number of shares constituting such series as theretofore fixed.

(d) The rate or rates and the time at which dividends on the shares of such series shall be paid, and whether or not such dividends shall be cumulative, and, if such dividends shall be cumulative, the date or dates from and after which they shall accumulate.

(e) Whether or not the shares of such series shall be redeemable, and, if such shares shall be redeemable, the terms and conditions of such redemption, including, but not limited to, the manner of selecting shares of such series for redemption, if less than all shares are to be redeemed, the date or dates upon or after which such shares shall be redeemable and the amount per share that shall be payable upon such redemption, which amount may vary under different conditions and at different redemption dates.

(f) The amount payable on the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Bank. A liquidation, dissolution or winding up of the Bank, as such terms are used in this subparagraph (f), shall not be deemed to be occasioned by or to include any consolidation or merger of the Bank with or into any other corporation or corporations or a sale, lease or conveyance of all or a part of the assets of the Bank.

(g) Whether or not the shares of such series shall have voting rights and the terms and conditions thereof, including, but not limited to, the right of the holders of such shares to vote as a separate class either alone or with the holders of shares of one or more other series of preferred stock and the right to have one vote per share or, to the extent permitted by applicable law, other than one vote per share.

(h) Whether or not a sinking fund or purchase fund shall be provided for the redemption or purchase of the shares of such series, and if such a sinking fund or purchase fund shall be provided, the terms and conditions thereof.

(i) Whether or not the shares of such series shall have conversion privileges, and, if such shares shall have conversion privileges, the terms and conditions of conversion, including, but not limited to, any provision for the adjustment of the conversion rate or the conversion price.

(j) Any other powers, preferences and relative participating, optional or other special rights, or qualifications, limitations or restrictions thereof, as shall not be inconsistent with the provisions of this Article III or the limitations provided by applicable law."

SECOND: The foregoing amendment was approved by the shareholders effective as of July 11, 2008.

THIRD: The foregoing amendment was approved by a majority of the shareholders of the Bank by written consent in accordance with Section 607.0704, Florida Statutes. There were no voting groups entitled to vote separately on the amendment.

IN WITNESS WHEREOF, the Bank has caused these Articles of Amendment to be signed by a duly authorized officer of the Bank this 18<sup>th</sup> day of July, 2008.

FREEDOM BANK  
a Florida-chartered commercial bank

By: Dennis B. Holthaus  
Name: DENNIS B. HOLTHAUS  
Title: EVP/CFO

Approved by the Office of Financial Regulation this 23<sup>rd</sup> day of July, 2008.

Tallahassee, Florida

Linda B. Charity  
Name: Linda B. Charity  
Title: Director  
Office of Financial Regulation,  
Division of Financial Institutions